

# Exhibit A

## Proposed Order

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
W. R. GRACE & CO., <u>et al.</u> , <sup>1</sup>	)	Case No. 01-01139 (JKF)
	)	Jointly Administered
Debtors.	)	Re: Docket No. 5527 and 2/28/05 Agenda Item 10

**SIXTH CONTINUATION ORDER GRANTING THE RELIEF SOUGHT IN DEBTORS'  
FIFTH OMNIBUS OBJECTION TO CLAIMS (SUBSTANTIVE) AS TO CONTINUED  
OBJECTIONS**

1. On May 5, 2004, the Debtors filed their Fifth Omnibus Objection<sup>2</sup> to Claims (the "Fifth Omnibus Objection") [Docket No. 5527]. The deadline to respond to the Fifth Omnibus Objection was June 4, 2004.

2. On July 19, 2004, the Court entered the Order Granting the Relief Sought in Debtors' Fifth Omnibus Objection to Claims [Docket No. 6007].

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<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

<sup>2</sup> Capitalized terms used but not defined herein are as defined in the Debtors' Fifth Omnibus Objection.

3. On August 23, 2004, the Court entered the Continuation Order Granting the Relief Sought in Debtors' Fifth Omnibus Objection to Claims (Substantive) as to Continued Objections [Docket No. 6264].

4. On September 30, 2004, the Court entered the Second Continuation Order Granting the Relief Sought in Debtors' Fifth Omnibus Objection to Claims (Substantive) as to Continued Objections [Docket No. 6506].

5. On October 25, 2004, the Court entered the Third Continuation Order Granting the Relief Sought in Debtors' Fifth Omnibus Objection to Claims (Substantive) as to Continued Objections [Docket No. 6739].

6. On November 15, 2004, the Court entered the Fourth Continuation Order Granting the Relief Sought in the Debtors' Fifth Omnibus Objection to Claims (Substantive) as to Continued Objections [Docket No. 6960].

7. On December 20, 2004, the Court entered the Fifth Continuation Order Granting the Relief Sought in the Debtors Fifth Omnibus Objection to Claims (Substantive) as to Continued Objections [Docket No. 7400].

NOW, THEREFORE, upon consideration of the Debtors' Fifth Omnibus Objection seeking an order disallowing certain Claims; and it appearing that this Court has jurisdiction over this matter, that venue is proper and proper notice having been given and no further notice being required; and after due deliberation and sufficient cause appearing therefore, it is hereby

ORDERED that the Objection to each Claim listed on Exhibit A to this Order is continued to the March 21, 2005 omnibus hearing; and it is further

ORDERED that the Objection to each Claim listed on Exhibit B to this Order is continued to the April 25, 2005 omnibus hearing; and it is further

ORDERED that the Objection to the Claim listed on Exhibit C, Claim #12990 filed by DAP Inc., is withdrawn without prejudice and the Debtors retain the right to Object to Claim #12990 on any grounds in the future upon proper notice and consistent with applicable bankruptcy rules; and it is further

ORDERED that the Claim listed on Exhibit D, Claim #14396 filed by New England Construction Company, is allowed as a general unsecured claim in the amount of \$7,000 pursuant to a Stipulation Resolving Claim of New England Construction Company; and it is further

ORDERED that except as provided for herein and consistent with applicable local rules and Bankruptcy Rules, the rights of the Debtors to object to any Claim listed on any exhibit to this Order for any reason are expressly preserved; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: February \_\_\_\_, 2005

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Honorable Judith K. Fitzgerald  
United States Bankruptcy Judge

# Exhibit A

In re: W.R. GRACE & CO., et al  
OMNIBUS 5 - EXHIBIT A - CONTINUED - EXPUNGE

Hearing Date: Monday, February 28, 2005

Creditor Name / Address	Case Number	Claim Number	Total Claim Dollars*	Claim Class**	Relief Requested	Order Status
1 ARCHER JR, DAVID L 129 WOOD CIR IOWA PARK TX 76367-1127	01-01140	602	\$1,541,849.60	(U)	NO LIABILITY EXPUNGE	CONTINUED TO 3/21/2005 12:00PM
2 ARCHER, MICHELLE B 129 WOOD CIR IOWA PARK TX 76367-1127	01-01140	604	\$1,910,100.00	(U)	NO LIABILITY EXPUNGE	CONTINUED TO 3/21/2005 12:00PM
3 DILLINGHAM-MANSON JOINT VENTURE MANSON CONSTRUCTION ATTN: PRESIDENT 5209 E MARGINAL WAY S SEATTLE WA 98124	01-01140	14050	UNKNOWN	(U)	NO LIABILITY EXPUNGE	CONTINUED TO 3/21/2005 12:00PM
4 DILLINGHAM-MANSON JOINT VENTURE MANSON CONSTRUCTION ATTN: PRESIDENT 5209 E MARGINAL WAY S SEATTLE WA 98124	01-01139	14051	UNKNOWN	(U)	NO LIABILITY EXPUNGE	CONTINUED TO 3/21/2005 12:00PM
5 DILLINGHAM-MANSON JOINT VENTURE MANSON CONSTRUCTION ATTN: PRESIDENT 5209 E MARGINAL WAY S SEATTLE WA 98124	01-01140	14050	UNKNOWN	(U)	UNLIQUIDATED EXPUNGE	CONTINUED TO 3/21/2005 12:00PM
6 DILLINGHAM-MANSON JOINT VENTURE MANSON CONSTRUCTION ATTN: PRESIDENT 5209 E MARGINAL WAY S SEATTLE WA 98124	01-01139	14051	UNKNOWN	(U)	UNLIQUIDATED EXPUNGE	CONTINUED TO 3/21/2005 12:00PM
7 PEARSON SR, PETER P PO BOX 26301 TUCSON AZ 85726	01-01139	2281	\$741,600.00	(U)	NO LIABILITY EXPUNGE	CONTINUED TO 3/21/2005 12:00PM

\*Plus, in certain instances, additional contingencies, unliquidated amounts, interest, penalties and/or fees.

\*\* (A) - Administrative  
(P) - Priority  
(S) - Secured  
(U) - Unsecured

# Exhibit B

In re: W.R. GRACE & CO., et al  
OMNIBUS 5 - EXHIBIT B - CONTINUED - EXPUNGE

Hearing Date: Monday, February 28, 2005

Creditor Name / Address	Case Number	Claim Number	Total Claim Dollars*	Claim Class**	Relief Requested	Order Status
1 BUREAU OF CUSTOMS AND BORDER PROTECTION 6026 LAKEVIEW BLVD PO BOX 68911 INDIANAPOLIS IN 46268	01-01140	8742	UNKNOWN	(P)	NO LIABILITY EXPUNGE	CONTINUED TO 4/25/2005 12:00PM
2 BUREAU OF CUSTOMS AND BORDER PROTECTION 6026 LAKEVIEW BLVD PO BOX 68911 INDIANAPOLIS IN 46268	01-01140	8742	UNKNOWN	(P)	UNLIQUIDATED EXPUNGE	CONTINUED TO 4/25/2005 12:00PM
3 CHL ADMINISTRATION INC PO BOX 6029 PORTLAND OR 97228	01-01139	851	UNKNOWN	(U)	NO LIABILITY EXPUNGE	CONTINUED TO 4/25/2005 12:00PM
4 CHL ADMINISTRATION INC PO BOX 6029 PORTLAND OR 97228	01-01139	851	UNKNOWN	(U)	UNLIQUIDATED EXPUNGE	CONTINUED TO 4/25/2005 12:00PM
5 CITY OF CAMBRIDGE MASSACHUSETTS C/O STEPHEN D ANDERSON ESQ ANDERSON & KREIGER LLP 43 THORN DIKE ST CAMBRIDGE MA 02141	01-01140	4720	\$14,829,000.00	(U)	NO LIABILITY EXPUNGE	CONTINUED TO 4/25/2005 12:00PM
6 CITY OF CAMBRIDGE MASSACHUSETTS C/O STEPHEN D ANDERSON ESQ ANDERSON & KREIGER LLP 43 THORN DIKE ST CAMBRIDGE MA 02141	01-01139	4722	\$14,829,000.00	(U)	NO LIABILITY EXPUNGE	CONTINUED TO 4/25/2005 12:00PM
7 MASSACHUSETTS BAY TRANSPORTATION AUTHORITY MICHAEL CROSSEN / DAVID C FIXLER RUBIN AND RUDMAN LLP 50 ROWES WHARF BOSTON MA 02110	01-01140	9693	UNKNOWN	(U)	NO LIABILITY EXPUNGE	CONTINUED TO 4/25/2005 12:00PM
8 MASSACHUSETTS BAY TRANSPORTATION AUTHORITY MICHAEL CROSSEN / DAVID C FIXLER RUBIN AND RUDMAN LLP 50 ROWES WHARF BOSTON MA 02110	01-01140	9693	UNKNOWN	(U)	UNLIQUIDATED EXPUNGE	CONTINUED TO 4/25/2005 12:00PM

\*Plus, in certain instances, additional contingencies, unliquidated amounts, interest, penalties and/or fees.

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(U) - Unsecured



In re: W.R. GRACE & CO., et al  
**OMNIBUS 5 - EXHIBIT B - CONTINUED - EXPUNGE**

Creditor Name / Address	Case Number	Claim Number	Total Claim Dollars*	Claim Class**	Relief Requested	Order Status
9 PERINI CORPORATION C/O JEFFREY R PORTER ESQUIRE MINITZ LEVIN COHN FERRIS ET AL ONE FINANCIAL CENTER BOSTON MA 02111	01-01140	4704	UNKNOWN	(U)	NO LIABILITY EXPUNGE	CONTINUED TO 4/25/2005 12:00PM
10 PERINI CORPORATION C/O JEFFREY R PORTER ESQUIRE MINITZ LEVIN COHN FERRIS ET AL ONE FINANCIAL CENTER BOSTON MA 02111	01-01140	4704	UNKNOWN	(U)	UNLIQUIDATED EXPUNGE	CONTINUED TO 4/25/2005 12:00PM
11 WEATHERFORD INTERNATIONAL INC ATTN: BURT MARTIN 515 POST OAK BLVD STE 600 HOUSTON TX 77027	01-01139	1694	\$351,758.00	(A)	NO LIABILITY EXPUNGE	CONTINUED TO 4/25/2005 12:00PM
12 WEATHERFORD INTERNATIONAL INC ATTN: BURT MARTIN 515 POST OAK BLVD STE 600 HOUSTON TX 77027	01-01185	1695	\$351,758.00	(A)	NO LIABILITY EXPUNGE	CONTINUED TO 4/25/2005 12:00PM
13 WEATHERFORD INTERNATIONAL INC ATTN: BURT MARTIN 515 POST OAK BLVD STE 600 HOUSTON TX 77027	01-01139	1719	\$351,758.00	(U)	NO LIABILITY EXPUNGE	CONTINUED TO 4/25/2005 12:00PM
14 WEATHERFORD INTERNATIONAL INC ATTN: BURT MARTIN 515 POST OAK BLVD STE 600 HOUSTON TX 77027	01-01185	1720	\$351,758.00	(U)	NO LIABILITY EXPUNGE	CONTINUED TO 4/25/2005 12:00PM

\*Plus, in certain instances, additional contingencies, unliquidated amounts, interest, penalties and/or fees.

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(P) - Priority

(S) - Secured  
(U) - Unsecured

# Exhibit C

Hearing Date: Monday, February 28, 2005

In re: W.R. GRACE & CO., et al  
**OMNIBUS 5 - EXHIBIT C - WITHDRAWN**

Creditor Name / Address	Case Number	Claim Number	Total Claim Claim Dollars* Class**	Relief Requested	Order Status
1 DAP PRODUCTS INC DBA DAP INC FINANCE DEPT 2400 BOSTON ST #200 BALTIMORE MD 21224	01-01139 W.R. GRACE & CO.	12990	\$429,798.91 (U)	NO LIABILITY EXPUNGE	WITHDRAWN

\*Plus, in certain instances, additional contingencies, unliquidated amounts, interest, penalties and/or fees.

\*\* (A) - Administrative  
(P) - Priority

(S) - Secured  
(U) - Unsecured

# Exhibit D

Hearing Date: Monday, February 28, 2005

**In re: W.R. GRACE & CO., et al**  
**OMNIBUS 5 - EXHIBIT D - STIPULATION**

Creditor Name / Address	Case Number	Claim Number	Total Claim Dollars* Class**	Allowed Claim Amount* Class**	Relief Requested
1 NEW ENGLAND CONSTRUCTIN CO DUFFY & SWEENEY LTD ONE TURKS HEAD BLDG STE 1200 PROVIDENCE RI 02903	01-01139	14396	\$127,327.42 (U)	\$7,000.00 (U)	STIPULATION

\*Plus, in certain instances, additional contingencies, unliquidated amounts, interest, penalties and/or fees.

\*\* (A) - Administrative (S) - Secured  
(P) - Priority (U) - Unsecured